

LAW OFFICES OF
ROBERT G. SHEPHERD, JR.
SUITE 1200
1133 15TH STREET, N.W.
WASHINGTON, D.C. 20005
(202) 457-7944

ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

FAX:
(202) 728-1196

November 27, 1991

NOV 27 1991 - 1 13 PM

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

1-331A002

Dear Secretary Strickland:

I have enclosed five duplicate originals of three documents, all involving the same cars, described below, to be recorded pursuant to 49 U.S.C. 11303.

I. The first document is an Instrument of Satisfaction and Release, a secondary document dated as of November 8, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Instrument of Satisfaction and Release be recorded under Recordation Number 8216-F.

The names and addresses of the parties to the document are as follows:

Lessor: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

Lessee: CSX Transportation, Inc., as successor to
Clinchfield Railroad Company,
Seaboard Coast Line Railroad Company, and
Louisville and Nashville Railroad Company
100 North Charles Street
Baltimore, MD 21201

II. The second document is an Instrument of Satisfaction and Release, a secondary document dated as of November 8, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Instrument of Satisfaction and Release be recorded under Recordation Number 8216-G.

The names and addresses of the parties to the document are as follows:

Trustee: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

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Sidney L. Strickland, Jr.

Lender: Metropolitan Life Insurance Company
Pan Am Building
200 Park Avenue
21st Floor
New York, NY 10166

III. The third document is a Bill of Sale, a secondary document dated as of November 21, 1991. The primary document to which this is connected is recorded under Recordation Number 8216. We request that this Bill of Sale be recorded under Recordation Number 8216-H.

The names and addresses of the parties to the document are as follows:

Seller: American Security Bank, N. A.
Two North Charles Street
Baltimore, MD 21201

Buyer: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by all three documents follows: 100 100-ton open top hopper cars, as described in the attachment to this letter. The attachment correlates the new car numbers with those originally recorded.

A fee of \$48.00 is enclosed. Please return the extra originals to:

Louis E. Gitomer
Suite 1200
1133 15th Street, N.W.
Washington, D.C. 20005

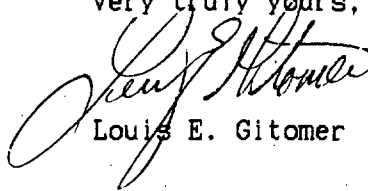
A short summary of the documents to appear in the index follows:

An Instrument of Satisfaction and Release, dated as of November 8, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201, and CSX Transportation, Inc., as successor to Clinchfield Railroad Company, Seaboard Coast Line Railroad Company, and Louisville and Nashville Railroad Company, 100 North Charles Street, Baltimore, MD 21201, involving 100 100-ton open top hopper cars, as described in the attachment. An Instrument of Satisfaction and Release, dated as of November 8, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201, and Metropolitan Life Insurance Company, Pan Am Building, 200 Park Avenue, 21st Floor, New York, NY 10166, involving 100 100-ton open top hopper cars, as described in the attachment. A Bill of Sale dated November 21, 1991, between American Security Bank, N. A., Two North Charles Street, Baltimore, MD 21201,

Sidney L. Strickland, Jr.

and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111, involving 100 100-ton open top hopper cars, as described in the attachment.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Attachments

ATTACHMENT
DESCRIPTION OF EQUIPMENT
 (100 Open-Top Hopper Cars)

OLD CRR #	NEW CSXT #	OLD CRR #	NEW CSXT #	OLD CRR #	NEW CSXT #
57177	342882	57379	343080	57540	343239
57179	342884	57380	343081	57541	343240
57183	342898	57394	343084	57547	343245
57187	342902	57401	343100	57553	343251
57188	342903	57405	343104	57563	343260
57212	342917	57407	343106	57567	343264
57215	342920	57410	343109	57580	343277
57216	342921	57418	343115	57584	343281
57218	342823	57418	343117	57588	343286
57225	342930	57423	343122	57589	343286
57227	342932	57427	343126	57591	343288
57238	342941	57440	343139	57596	343293
57248	342951	57451	343150	57597	343294
57249	342954	57482	343181	57599	343296
57254	342959	57466	343165	57617	343314
57269	342973	57467	343168	57644	343340
57271	342975 SBD	57475	343174	57646	343342
57275	342979	57486	343185	57652	343348
57277	343274	57493	343182	57655	343351
57283	57283 CRR	57494	343193	57667	343353
57287	342991	57495	343194	57658	57658 CRR
57293	342997	57500	343199	57662	343358
57300	343004	57508	343207	57669	343365
57309	343013	57510	343209	57678	343373
57310	343014	57512	343211	57696	343391
57316	343020	57520	343219	57703	343398
57318	343021	57522	343221	57705	343400
57332	343035	57525	343224	57707	343402
57349	343052	57529	343228	57720	343415
57364	343057	57531	343230	57723	343418
57373	343074	57534	343233	57741	343436
57375	343076	57535	343234	57747	343441
				57749	57749 CRR
				57762	343456
				57763	343457
				57793	343486

EXHIBIT C

Interstate Commerce Commission
Washington, D.C. 20423

11/27/91

OFFICE OF THE SECRETARY

Louis E. Gitomer

Suite 1200

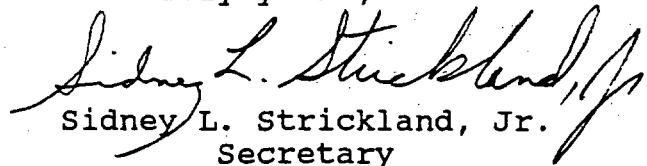
1133 15th Street ,N.W.

Washington, D.C. 20005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/27/91 at 1:30pm , and assigned recordation number(s). 8216-F, 8216-G & 8216-H

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE

RECORDED NO 8216 FILED 125
NOV 27 1991 - 1 52 PM
INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION OF the receipt of the sum of One Dollar (\$1.00), and for other good and valuable consideration, AMERICAN SECURITY BANK N.A., a national banking association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement dated as of December 5, 1975, having a place of business at Two North Charles Street, Baltimore, Maryland 21201 ("Seller"), does hereby sell, assign, transfer and convey absolutely to HELM FINANCIAL CORPORATION, a California corporation, having a place of business at One Embarcadero Center, San Francisco, California 94111 ("Buyer"), its successors and assigns, all right, title and interest of Seller in and to one-hundred 100-ton open top hopper cars, as more particularly described on Exhibit A hereto (the "Units").

Seller is the lawful owner of the Units, has good and marketable title to the Units, and title to the Units is transferred to Buyer free and clear of all liens, claims, security interests and encumbrances of any kind whatsoever created by, through, or under Seller, and Seller has the legal right to sell the Units.

The Units are sold "AS IS - WHERE IS," and SELLER DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY OF MERCHANTABILITY, ROADABILITY, FITNESS FOR PARTICULAR PURPOSE, DESIGN OR CONDITION, OR AS TO THE QUALITY OF, OR MATERIALS IN, THE CARS.

This Bill of Sale is executed pursuant to that certain Agreement of Purchase and Sale between Seller and Buyer dated as of November 8, 1991, reference to which is made concerning the rights of the parties thereunder, and shall be binding upon and inure to the benefit of Seller and Buyer and their respective successors and assigns.

Dated: November 21, 1991.

AMERICAN SECURITY BANK, N.A.,
not in its individual capacity, but solely
as Owner Trustee under a Trust Agreement
dated as of December 5, 1975.

By: [Signature]
Its: Vice President

STATE OF MARYLAND)

COUNTY OF Montgomery)

S.S.:

On this 21st day of November, 1991, before me personally came F.W. CLARK, to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of AMERICAN SECURITY BANK, N.A., a national banking association, and he/she acknowledged to me he/she executed the Bill of Sale on behalf of said corporation by order of its Board of Directors and that such Bill of Sale was the free act and deed of said corporation.

WITNESS my hand and official seal.

Alonna M. Joo
Notary Public in and for
said State

My commission expires

September 1, 1992